

**UNANIMOUS WRITTEN CONSENT
OF THE COMPENSATION COMMITTEE OF
ICONIX BRAND GROUP, INC.
TO ACTION TAKEN IN LIEU OF MEETING**

We, the undersigned, being all of the members of the Compensation Committee (the “Committee”) of Iconix Brand Group, Inc., a corporation organized under the laws of the State of Delaware (the “Company”), do hereby consent, pursuant to Section 141(f) of the Delaware General Corporation Law, to the adoption of the following resolutions by the Committee and that such action be taken without a meeting pursuant to said Section 141(f):

WHEREAS, the Company has entered into employment agreements with (i) Neil Cole, its Chief Executive Officer, dated January 28, 2008, as amended on May 21, 2008, December 24, 2008 and June 17, 2011 (the “Cole Employment Agreement”); (ii) Jeff Lupinacci, its Chief Financial Officer, dated March 18, 2014 (the “Lupinacci Employment Agreement”); (iii) Seth Horowitz, its Chief Operating Officer, dated April 2, 2012, as amended on March 18, 2014 (the “Horowitz Employment Agreement”); (iv) Leigh Anne Brodsky, its Managing Director, Peanuts Worldwide and Entertainment Division, dated December 14, 2012 (the “Brodsky Employment Agreement”); (v) Dari Marder, its Chief Marketing Officer, dated March 11, 2010, as amended on February 1, 2013 (the “Marder Employment Agreement”); (vi) Lanie List, its Chief Merchandising Officer, dated December 22, 2009, as amended on October 26, 2012 (the “List Employment Agreement”); (vii) Willy Burkhardt, its Managing Director of International, dated May 22, 2014 and effective as of May 30, 2014 (the “Burkhardt Employment Agreement”); (viii) David Blumberg, its Head of Strategic Development, dated March 5, 2012 and effective as of January 1, 2012, as amended February 2013 and effective as of February 1, 2013 (the “Blumberg Employment Agreement”); (ix) Jason Schaefer, its General Counsel dated August 19, 2013 (the “Schaefer Employment Agreement”); and (x) Andy

Dunkley, its Senior Vice President of Red Diamond Holdings, dated February 25, 2013 and effective as of March 1, 2013 (the “Dunkley Employment Agreement”); and

WHEREAS, pursuant to the Cole Employment Agreement, Mr. Cole is eligible to receive certain annual cash bonuses (collectively, an “Annual Cash Bonus”) for the calendar year ending on December 31, 2014, based on the achievement of certain pre-established targets as set forth in the Cole Employment Agreement; and

WHEREAS, the Cole Employment Agreement further provides for the vesting of certain performance stock units (“PSUs”) granted to Mr. Cole subject to the achievement of certain pre-established annual performance goals for the calendar year ending on December 31, 2014, as described in the Cole Employment Agreement; and

WHEREAS, pursuant to the Brodsky Employment Agreement, Ms. Brodsky is eligible to receive an Annual Cash Bonus for the calendar year ending on December 31, 2014, subject to the achievement of certain pre-established targets as set forth in the Brodsky Employment Agreement; and

WHEREAS, the Lupinacci Employment Agreement, the Horowitz Employment Agreement, the Marder Employment Agreement, the List Employment Agreement, the Burkhardt Employment Agreement, the Blumberg Employment Agreement, the Schaefer Employment Agreement and the Dunkley Employment Agreement provide for the vesting of certain PSUs subject to the achievement of certain pre-established annual performance goals for the calendar year ending on December 31, 2014, as described in each employment agreement, respectively; and

WHEREAS, the Company has entered into PSU agreements with (i) Mr. Horowitz, dated July 1, 2013 (the “Horowitz PSU Agreement”); (ii) Ms. Brodsky, dated July 1,

2013 (the “Brodsky PSU Agreement”); and (iii) Mr. Dunkley, dated February 25, 2013 (the “Dunkley PSU Agreement”); and

WHEREAS, the Horowitz PSU Agreement, the Brodsky PSU Agreement and the Dunkley PSU Agreement provide for the vesting of certain PSUs subject to the achievement of certain pre-established annual performance goals for the calendar year ending on December 31, 2014, as described in each PSU agreement, respectively; and

WHEREAS, the Company has established a multi-year Long Term Incentive Plan which provides for the annual vesting of certain PSUs for twenty-one (21) of the Company’s senior level employees who are not also executive officers of the Company (the “LTIP”), subject to the Company’s achievement of certain pre-established annual performance goals; and

WHEREAS, Exhibit A attached hereto sets forth a summary of (i) the Annual Cash Bonus payable to Mr. Cole and Ms. Brodsky for the 2014 calendar year, based on the achievement of the applicable targets set forth in their respective employment agreements; (ii) the PSUs for the 2014 calendar year that are eligible for vesting for each of Mr. Cole, Mr. Lupinacci, Mr. Horowitz, Ms. Marder, Ms. List, Mr. Burkhardt, Mr. Blumberg, Mr. Schaefer and Mr. Dunkley, based on the achievement of the performance goals set forth in their respective employment agreements; (iii) the PSUs for the 2014 calendar year that are eligible for vesting for each of Mr. Horowitz, Ms. Brodsky and Mr. Dunkley, based on the achievement of the performance goals set forth in their respective PSU agreements; and (iv) the aggregate amount of PSUs for the 2014 calendar year that are eligible for vesting for all twenty-one (21) LTIP participants, based on the achievement of the applicable targets set forth in the LTIP; and

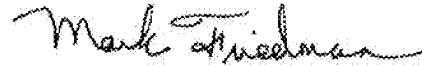
WHEREAS, the summary set forth on Exhibit A has been prepared based on the financial statements of the Company approved by the Company's Board of Directors for incorporation into the Company's Form 10-K for the fiscal year ended December 31, 2014; and

NOW, THEREFORE, BE IT

RESOLVED, that the Committee hereby approves and certifies (i) the Annual Cash Bonus payable to Mr. Cole and Ms. Brodsky for the calendar year ending on December 31, 2014 pursuant to their respective employment agreements; (ii) the vesting of the PSUs for the calendar year ending on December 31, 2014 for each of Mr. Cole, Mr. Lupinacci, Mr. Horowitz, Ms. Marder, Ms. List, Mr. Burkhardt, Mr. Blumberg, Mr. Schaefer and Mr. Dunkley pursuant to their respective employment agreements; (iii) the vesting of PSUs for the calendar year ending on December 31, 2014 for Mr. Horowitz, Ms. Brodsky and Mr. Dunkley pursuant to their respective PSU agreements; and (iv) the vesting of an aggregate amount of 63,000 PSUs to be awarded to the twenty-one (21) LTIP participants for the calendar year ending on December 31, 2014 pursuant to the LTIP, all as set forth more specifically on Exhibit A attached hereto.

This Unanimous Written Consent may be executed in counterparts, each of which when so executed and delivered shall constitute a complete and original instrument but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous
Written Consent on the _____ day of March 2015.



Mark Friedman

Peter Cuneo

Barry Emanuel

IN WITNESS WHEREOF, the undersigned have executed this Unanimous
Written Consent on the ____ day of March 2015.

Mark Friedman



Peter Cuneo

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Mark Friedman

Peter Cuneo


Barry Emanuel

EXHIBIT A

Executive Performance Bonuses - 2014

	<u>Per</u>	<u>Cash</u>	<u>Shares</u>	<u>Pages</u>
Neil Cole	Contract	\$1,125,000	227,687	2, 3, 6
David Blumberg	Contract		29,626	4, 6
Lanie List	Contract		50,000	4, 6, 9
Dari Marder	Contract		50,000	4, 6, 9
Jason Schaefer	Contract		11,896	4, 6
Jeff Lupinacci	Contract		7,915	5, 6
Willy Burkhardt	Contract		3,003	5, 6, 7
Seth Horowitz	Contract		8,097	5, 6
	PSU Program		8,400	11
Leigh Anne Brodsky	Contract	\$366,666	8,400	8
	PSU Program			11
Andy Dunkley	Contract		5,081	10
	PSU Program		5,600	11
All Other Employees	PSU Program		63,000	11
Total		\$1,491,666	478,706	

Neil Cole - 2014 Cash Bonus CalculationActual EBITDA 263,783Budgeted EBITDA 270,194
% Achieved 98%

<u>Target Level</u>	<u>% of Base</u>	<u>EBITDA</u>	<u>Bonus</u>
<80%	0%		-
80%	50%	216,155	750
90%	75%	243,175	1,125
100%	100%	270,194	1,500
105%	120%	283,704	1,800
110%	145%	297,213	2,175
115%	170%	310,723	2,550
120% +	200%	324,233	3,000

Cash Bonus 1,125

Neil Cole - 2014 EBITDA & EPS Calculation

EBITDA		EPS	
Actual	263,783		\$7.66

Less:

Extraordinary Events (a)	-\$0.42
Adjusted	\$2.24

EBITDA		EPS	
	Threshold 5%	Target 10%	
2011	229,538		\$1.49
2012	241,036	252,514	\$1.56
2013	253,088	277,765	\$1.64
2014	265,742	305,542	\$1.72

Calculation

50%	+	50%	
			x
Actual EBITDA	263,783	Actual / Adjust EPS	\$2.24
Threshold EBITDA	265,742	Threshold EPS	\$1.72
%		%	
Target EBITDA	305,542	Target EPS	\$1.98
Threshold EBITDA	265,742	Threshold EPS	\$1.72
% Achieved	48%	% Achieved	151%
EBITDA Shares	-	EPS Shares	113,843

(a) ILA consolidation in March 2014 contributed to \$37.9m in pre-tax GAAP Income

2012 Base Year PSU - 2014 EBITDA & EPS Calculation

EBITDA		EPS	
Actual	263,783		\$2.66

Less:	
Extraordinary Events (a)	-\$0.42
Adjusted	\$2.24

EBITDA		EPS	
	Threshold	Target	
	5%	10%	
2012	216,962		\$1.52
2013	227,811	238,659	\$1.60
2014	239,201	263,525	\$1.68

Calculation			
	50%	+	50%
	50%	x	50%
Actual EBITDA	263,783	Actual / Adjust EPS	\$2.24
Threshold EBITDA	239,201	Threshold EPS	\$1.68
Target EBITDA	263,525	Target EPS	\$1.84
Threshold EBITDA	239,201	Threshold EPS	\$1.68
% Achieved	103%	% Achieved	223%

David Blumberg	EBITDA Shares	9,875	EPS Shares	9,875
Lanie List	EBITDA Shares	11,111	EPS Shares	11,111
Dari Marder	EBITDA Shares	11,111	EPS Shares	11,111
Jason Schaefer	EBITDA Shares	3,965	EPS Shares	3,965
Total EBITDA Shares	36,063	Total EPS Shares	36,063	

(a) ILA contribution in March 2014 contributed to \$37.9m in pre-tax GAAP Income

2013 Base Year PSU- 2014 EBITDA & EPS Calculation

EBITDA		EPS	
Actual	263,783		\$2.66
Less:			
Extraordinary Events (a)		- \$0.42	
Adjusted		\$2.24	
EBITDA		EPS	
Threshold	Target	Threshold	Target
5%	10%	5%	10%
2013	262,943	\$2.11	
2014	276,090	\$2.21	\$2.32
Calculation			
50%	+	50%	
			+
50%	x	Actual / Adjust EPS	\$2.24
Actual EBITDA	263,783	Threshold EPS	\$2.21
Threshold EBITDA	276,090	Target EPS	\$2.32
%		Threshold EPS	\$2.21
Target EBITDA	289,237	% Achieved	64%
Threshold EBITDA	276,090		
% Achieved	31%		
Total EBITDA Shares		Total EPS Shares	
-		6,638	

(a) ILA consolidation in March 2014 contributed to \$37.9m in pre-tax GAAP Income

2014 Free Cash Flow Calculation

Actual Free Cash Flow

227,585

	<u>Target FCF</u>	<u>% Achieved</u>	<u>Shares</u>
Neil Cole	125,000	182%	113,844
David Blumberg	125,000	182%	9,875
Lanie List	125,000	182%	11,111
Dan Marder	125,000	182%	11,111
Jason Schaefer	125,000	182%	3,966
Seth Horowitz	125,000	182%	4,949
Jeff Lupinacci	125,000	182%	4,837
Willy Burkhardt	125,000	182%	648
Total Shares			160,342

Willy Burkhardt - International CalculationActual Intl EBITDA **28,257**

International EBITDA	
Threshold	Target
5%	10%
2013 23,600	
2014 24,780	25,960

Calculation

50%

+

50%

x

Actual EBITDA 28,257

Threshold EBITDA 24,780

%

Target EBITDA 25,960

Threshold EBITDA 24,780

% Achieved **197%**

Willy Burkhardt 1,944

Leigh Anne Brodsky - 2014 Cash Bonus Calculation

Peanuts Actual EBITDA	25,621
Peanuts Budgeted EBITDA	23,564
% Achieved (Actual/Budgeted)	109%

Leigh Anne's Cash Bonus - based on \$550k base salary

33% Corporate Metrics	183	Yes
33% Peanuts Budget - hitting 100%	183	Yes
33% Peanuts Budget - hitting 115%	-	No
Total Cash Bonus	367	

2014 Women's P&L Calculation

Women's EBITDA Actual	118,316
Women's EBITDA Budget	113,342
% Achieved	103.51%
<hr/>	
<u>Shares</u>	
Lanie List	16,667
Dan Marder	16,667

2014 Lee Cooper P&L Calculation - in Euro's

Lee Cooper Actual	Revenue	EBITDA
	€ 12,666	€ 9,601
	Revenue	EBITDA
	5%	
	Threshold	Threshold
2013	€ 10,483	€ 6,383
2014	€ 13,066	€ 8,761
	Target	Target
	€ 11,007	€ 6,714
	€ 13,719	€ 9,192
Revenue / EBITDA Growth	% of Revenue	% of EBITDA
	Shares Vested	Shares Vested
	0%	0%
	50%	50%
Less than Threshold		
At least Threshold but less than Target		
Above Target		
Achieved	Less Than Threshold	Above Target
Andy Dunkley Shares		5,081

PSU Program - 2012 Base Year

Actual	EBITDA 263,783	EPS \$2.66	FCF 227,585
Less:			
Extraordinary Events (a) -\$0.42			
Adjusted \$2.24			
	EBITDA	EPS	
	Threshold 5%	Threshold 5%	Target 10%
2012	216,962	\$1.52	
2013	227,811	\$1.60	\$1.67
2014	239,201	\$1.68	\$1.84
Target			
125,000			
Calculation			
EPS / EBITDA Growth	% of EBITDA	% of EPS	% of FCF
Less than Threshold	Shares Vested 0%	Shares Vested 0%	Shares Vested 0%
At least Threshold but less than Target	50%	50%	0%
Above Target	100%	100%	100%
Achieved	Above Target	Achieved	Achieved
			182%
Seth Horowitz	EBITDA Shares 2,800	EPS Shares 2,800	FCF Shares 2,800
Lough Anne Brodsky	EBITDA Shares 2,800	EPS Shares 2,800	FCF Shares 2,800
Andy Dunkley	EBITDA Shares 1,867	EPS Shares 1,867	FCF Shares 1,867
All Other Employees	EBITDA Shares 21,000	EPS Shares 21,000	FCF Shares 21,000
Total EBITDA Shares	28,467	Total EPS Shares	Total FCF Shares
		28,467	28,467

(a) ILA consolidation in March 2014 contributed to \$37.9m in pre-tax GAAP Income